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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO.

26241-A
FILED

MAR 15 '06

11-50AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

March 15, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Schedule No. 3, dated March 15, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease previously filed with the Board under Recordation Number 26241.

The names and addresses of the parties to the enclosed document are:

Lessor: 2006 Texas Genco Railcar Trust I,
acting through U.S. Bank Trust National
Association, not in its individual capacity, but
solely as Owner Trustee
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee: NRG Texas LP
(f/k/a Texas Genco II, LP)
by New Genco, GP, LLC, its General Partner
1301 McKinney, Suite 2300
Houston, Texas 77010

• Mr. Vernon A. Williams
March 15, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

135 aluminum BethGon II railcars: TGNX 30271 – TGNX 30405.

A short summary of the document to appear in the index is:

Memorandum of Equipment Schedule No. 3.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

2006 TEXAS GENCO RAILCAR TRUST I

RECORDATION NO. 262417

MAR 15 '06

11-50

MEMORANDUM OF EQUIPMENT SCHEDULE NO. 3

SURFACE TRANSPORTATION BOARD

Memorandum of Equipment Schedule No. 3 made and entered into on March 15, 2006 by and between NRG Texas LP, formerly named Texas Genco II, LP, a Texas limited partnership ("*Lessee*") and 2006 Texas Genco Railcar Trust I, acting through U.S. Bank Trust National Association, not in its individual capacity except as expressly stated herein but solely as Owner Trustee ("*Lessor*").

WITNESSETH

1. The undersigned have entered into that certain Equipment Lease (the "*Lease*"), dated as of March 10, 2006, subject to the term defined in said Lease.
2. A memorandum of said Lease was recorded with the Surface Transportation Board on March 10, 2006 under recordation number 26241 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Equipment Schedule No. 3 dated March 15, 2006 whereby the terms and provisions of the above-described Lease are made applicable to certain railcars bearing road numbers as listed on Exhibit A attached hereto.

Address

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

NRG Texas, formerly named
TEXAS GENCO II, LP as Lessee

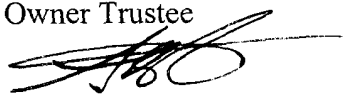
By NEW GENCO GP, LLC
Its General Partner

By: _____
Its: _____

Address

Attention: Treasurer or Chief Legal Officer

2006 TEXAS GENCO RAILCAR TRUST I,
acting through U.S. Bank Trust National
Association, not in its individual capacity
except as expressly provided
herein, but solely in its
capacity as Owner Trustee

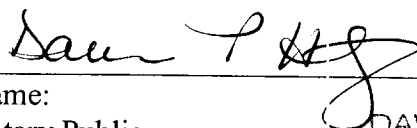

By: Arthur L. Blakeslee
Its: Vice President

Address

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS:

On this, the 14 day of March 2006, before, a Notary Public in and for said County and State, personally appeared Arthur L. Blakeslee, who being by me duly sworn, says that he is the Vice President of U.S. Bank Trust National Association, that said instrument was signed on March 14, 2006 on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____
Notary Public DAWN P. HEINTZ
My Commission Expires: _____ NOTARY PUBLIC
Residing in Connecticut MY COMMISSION EXPIRES MAY 31, 2007

STATE OF)
)
COUNTY OF) SS:

On this, the _____ day of March 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of NRG Texas LP, formerly named Texas Genco II, LP that said instrument was signed on March ____, 2006 on behalf of said company by authority of its _____, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF)
) SS:
COUNTY OF)

On this, the _____ day of March 2006, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. Bank Trust National Association, that said instrument was signed on March ____, 2006 on behalf of said company by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

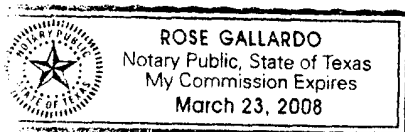
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Texas)
) SS:
COUNTY OF Harris)

On this, the 14th day of March 2006, before me, a Notary Public in and for said County and State, personally appeared Steven C Winn, who being by me duly sworn, says that he is the President of NRG Texas LP, formerly named Texas Genco II, LP that said instrument was signed on March 14, 2006 on behalf of said company by authority of its General Partner, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Rose Gallardo
Name: Rose Gallardo
Notary Public
My Commission Expires: 3/23/08
Residing in Houston, Texas

Exhibit A

Equipment: FreightCar America, Inc. 120-ton aluminum BethGon® II Railcars
Quantity: One-Hundred Thirty-Five (135)
Road Numbers: TGNX 30271 – 30405